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*Special Conflicts Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	: Case No. 18-23538 (RDD)
	:
Debtors ¹	: (Jointly Administered)
	:
	:
----- X	

**TWENTY-EIGHTH MONTHLY FEE STATEMENT OF HERRICK,
FEINSTEIN LLP FOR PROFESSIONAL SERVICES RENDERED AND
DISBURSEMENTS INCURRED AS SPECIAL CONFLICTS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD OF
MARCH 1, 2022 THROUGH MARCH 31, 2022**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179

Name of Applicant:	Herrick, Feinstein LLP
Authorized to Provide Professional Services To:	Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	March 22, 2019 <i>nunc pro tunc</i> to January 2, 2019
Period for Which Compensation and Reimbursement Is Sought:	March 1, 2022 through March 31, 2022
Monthly Fees Incurred:	\$6,634.00
20% Holdback:	\$1,326.80
Total Compensation Less 20% Holdback:	\$5,307.20
Monthly Expenses Incurred:	\$100.00
Total Fees and Expenses Requested:	\$5,407.20

This is a x monthly interim final application

Herrick Feinstein LLP (“Herrick Feinstein”), special conflicts counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holding Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby respectfully submits this statement of fees and disbursements (the “Twenty-Eighth Monthly Fee Statement”) covering the period from March 1, 2022 through March 31, 2022 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Twenty-Eighth Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions, Herrick Feinstein requests (a) interim allowance and payment of compensation in the amount of \$5,307.20 (80% of \$6,634.00) for fees on account of reasonable and necessary professional services rendered to the Creditors’ Committee by Herrick Feinstein,

and (b) reimbursement of actual and necessary costs and expenses in the amount of \$100.00 incurred by Herrick Feinstein during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Herrick Feinstein professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Herrick Feinstein for services rendered to the Creditors' Committee are the same rates that Herrick Feinstein charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Herrick Feinstein professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Herrick Feinstein professional and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Twenty-Eighth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji ([email: mmeghji@miiipartners.com](mailto:mmeghji@miiipartners.com)); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Eighth Avenue, New York, NY 10153, Attention: Ray C. Schrock ([email: ray.schrock@weil.com](mailto:ray.schrock@weil.com)), Jacqueline Marcus ([email: jacqueline.marcus@weil.com](mailto:jacqueline.marcus@weil.com)), Garrett A. Fail ([email: garrettlail@weil.com](mailto:garrettlail@weil.com)), and Sunny Singh ([email: sunny.singh@weil.com](mailto:sunny.singh@weil.com)); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg ([e-mail: paul.schwartzberg@usdoj.gov](mailto:paul.schwartzberg@usdoj.gov)) and Richard Morrissey ([e-mail: richard.morrissey@usdoj.gov](mailto:richard.morrissey@usdoj.gov)); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake ([email: paul.leake@skadden.com](mailto:paul.leake@skadden.com)), Shana A. Elberg ([email: shana.elberg@skadden.com](mailto:shana.elberg@skadden.com)) and George R. Howard ([email: george.howard@skadden.com](mailto:george.howard@skadden.com)); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 ([e-mail: harnerp@ballardspahr.com](mailto:harnerp@ballardspahr.com)); (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott ([e-mail: marriott@ballardspahr.com](mailto:marriott@ballardspahr.com)) and Tobey M. Daluz ([e-mail: dalurt@ballardspahr.com](mailto:dalurt@ballardspahr.com)); and (vi) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attention: Philip C. Dublin ([email: pdublin@akingump.com](mailto:pdublin@akingump.com)), Ira S. Dizengoff ([email: idizengoff@akingump.com](mailto:idizengoff@akingump.com)) and Sara Lynne Brauner ([email: sbrauner@akingump.com](mailto:sbrauner@akingump.com)), (collectively, the “Notice Parties”).

Objections to this Twenty-Eighth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **May 31, 2022** (the

“Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Twenty-Eighth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Twenty-Eighth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Twenty-Eighth Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

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Dated: New York, New York
May 13, 2022

HERRICK FEINSTEIN LLP

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*Special Conflicts Counsel to the Official
Committee of Unsecured Creditors of Sears
Holdings Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Christopher W. Carty	Restructuring & Finance Litigation	2010	925.00	2.0	\$1,850.00
Kyle J. Kolb	Restructuring & Finance Litigation	2012	715.00	5.8	\$4,147.00
Total Partners				7.8	\$5,997.00

PARALEGALS/ NON- LEGAL STAFF	DEPARTMENT	RATE	HOURS	AMOUNT
Larisa Poretsky	Litigation	455.00	1.4	\$637.00
Total Paralegals/ Non- Legal Staff			1.4	\$637.00

EXHIBIT B

Task Code Summary

Task Code	HOURS	AMOUNT (\$)
Fee/Employment Applications – B160	1.4	\$637.00
Other Contested Matters – B190	7.8	\$5,997.00
Total	9.2	\$6,634.00

Exhibit C

Itemized Fees



Official Committee of Unsecured Creditors of Sears Holdings
Attn: Ron Tucker
225 W. Washington Street
Indianapolis, IN 46204

May 2, 2022
Invoice Number: 563646
Matter Number: 19609.0001
Tax ID: 1662

Re: **Sears Bankruptcy**

Fees for legal services rendered through March 31, 2022	\$6,634.00
Expenses posted through March 31, 2022	100.00
TOTAL	<u>\$6,734.00</u>
Unpaid balance from previous invoice(s)	\$32,248.38
Total Due Now	\$38,982.38

INVOICE PAYMENT IS DUE UPON RECEIPT. THANK YOU.

Kindly return this page with your
check payment to:
Herrick, Feinstein LLP
Attn: Billing Department
2 Park Avenue
New York, NY 10016

Send **wire or ACH payments to:**
Citibank, N.A.
ABA Number: 0089
Account Number: 6165
SWIFT #: US33

Credit card payments:
www.herrickpay.com
*URL/link redirects to our
processor SlimCD*



HERRICK

Invoice Number: 563646
Matter Number: 19609.0001
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LEGAL SERVICES RENDERED:

<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
03/01/22	L. Poretsky	B160	Revise, redact, finalize and e-file 26th monthly fee statement.	1.00
03/01/22	L. Poretsky	B160	Prepare and submit request for service of 26th monthly fee statement to PrimeClerk.	0.40
03/21/22	C. Carty	B190	Analyze issues related to complaint and negotiation for standing.	0.80
03/21/22	K. Kolb	B190	Revise adversary complaint.	3.10
03/22/22	K. Kolb	B190	Revise adversary complaint.	2.20
03/22/22	K. Kolb	B190	Revise email to debtors' counsel.	0.20
03/22/22	K. Kolb	B190	Revise standing stipulation.	0.30
03/25/22	C. Carty	B190	Correspondence with Debtors' counsel re MTN matter and potential claims.	1.20
TOTAL				\$6,634.00

LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C. Carty	2.00	925.00	1,850.00
K. Kolb	5.80	715.00	4,147.00
L. Poretsky	1.40	455.00	637.00
TOTAL	9.20		\$6,634.00

DISBURSEMENTS:

	<u>AMOUNT</u>
E-Discovery Data Hosting	100.00
TOTAL:	\$100.00

TASK SUMMARY

<u>Task Code</u>	<u>Task Description</u>	<u>Hours</u>	<u>Amount</u>
B160	Fee/Employment Applications	1.40	637.00



Invoice Number: 563646
Matter Number: 19609.0001
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TASK SUMMARY

<u>Task Code</u>	<u>Task Description</u>	<u>Hours</u>	<u>Amount</u>
B190	Other Contested Matters	7.80	5,997.00
TOTALS		9.20	\$6,634.00

PREVIOUS BILLS OUTSTANDING

<u>Invoice #</u>	<u>Invoice Date</u>	<u>Original Amount</u>	<u>Less Credits Applied</u>	<u>Balance</u>
550688	08/23/21	61,135.16	54,916.26	6,218.90
552265	09/21/21	30,434.00	24,367.20	6,066.80
553644	10/18/21	6,292.03	5,069.73	1,222.30
554956	11/08/21	8,842.70	7,095.70	1,747.00
556493	12/06/21	3,124.00	2,519.20	604.80
559069	01/31/22	18,343.34	14,696.04	3,647.30
559894	02/17/22	13,354.47	10,721.57	2,632.90
562340	04/06/22	10,108.38	0.00	10,108.38
Total Outstanding				\$32,248.38

Exhibit D

Disbursement Summary

E-Discovery Data Hosting	\$100.00
Total	\$100.00

Exhibit E

Itemized Disbursement

Disbursement Detail

Applied filters: Client/Matter Filter: Official Committee of Unsecured Creditor (19609) Sears Bankruptcy (0001), Matter: Official Committee of Unsecured Creditor (19609) Sears Bankruptcy (0001), Transaction Date: From 2022-03-01 To 2022-03-31

Disbursement ID	Client/Matter	Transaction Date	Disb Code	Quantity	To Bill Amount	Phase/Task	Narrative	Bill Number	Base Quantity	Billed Quantity	Base Amount	Billed Amount	Posted Period	Billed Period	Bill Date
					\$100.00							\$100.00			
9343009	Official Committee of Unsec Sears Bankruptcy (0001)	3/31/2022	E-Discovery Data Hosting Mi	1	\$100.00	Expenses Only (EXP.EXP) Expenses Only	Sears Bankruptcy UCC - Rule 2004 MTN	563646	1	1	\$100.00	\$100.00	202203	202205	5/2/2022